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Attorneys for First Service Maintenance Group Inc.

10 **UNITED STATES DISTRICT COURT**
11 **DISTRICT OF ARIZONA**

12 First Service Networks, Inc.,

13 Plaintiff,

14 v.

15 First Service Maintenance Group, Inc.,

16 Defendant.

Case No.: CV11-1897-PHX DGC

**DECLARATION OF ANDREA FISH
IN SUPPORT OF DEFENDANT
FIRST SERVICE MAINTENANCE
GROUP, INC.'S MOTION TO
DISMISS THE COMPLAINT
PURSUANT TO FED. R. CIV. P.
12(B)(2) AND/OR 12(B)(3) OR, IN
THE ALTERNATIVE, TRANSFER
VENUE PURSAUNT TO 28 U.S.C. §
1406(A), 28 U.S.C. § 1631, AND/OR 28
U.S.C. § 1404(A)**

(Assigned to the Honorable David G.
Campbell)

23 I, ANDREA FISH, declare as follows:

24 1. I am over 18 years old and my business address is 1370 Broadway, 5th
25 Floor, New York, New York. I have personal knowledge of the facts set forth herein
26 and could and would testify competently thereto if called as a witness. I make this
27 Declaration in support of Defendants' Motion to Dismiss the Complaint or alternatively
28 Transfer Venue.

1 2. I am the President and COO of Defendant First Service Maintenance
2 Group, Inc. ("FSMG").

3 3. I am one of two officers of FSMG. The other officer, Doug Meima, is
4 CEO of FSMG. Doug Meima has personal knowledge of the facts set forth in this
5 matter and would testify competently thereto if called as a witness.

6 4. Kiira Esposito, Vice President of North American Operations, is an
7 employee of FSGM with personal knowledge of the facts set forth in this matter and
8 would testify competently thereto if called as a witness.

9 5. FSMG is a corporation organized under the laws of the State of New York,
10 with its principal place of business at 1370 Broadway, 5th Floor, New York, New York
11 10018 ("New York Office").

12 6. Other than its New York Office, FSMG has only one other office, a
13 satellite office, located at 11400 W. Olympic Blvd., Suite 241, Los Angeles, CA 90064.

14 7. FSMG is an industry leader in facilities maintenance, rollouts and capital
15 projects.

16 8. FSMG provides rollouts, repairs and remodel services in the Greater New
17 York City area, including New York, Connecticut, and New Jersey.

18 9. FSMG has no connection with Arizona. For example, FSMG has no bank
19 accounts in Arizona.

20 10. FSMG has no interest in, use of, or possession of real property within
21 Arizona.

22 11. FSMG does not own or lease any personal property within Arizona.

23 12. FSMG has not been party to a cash transaction that ran through Arizona.

24 13. FSMG is not required to pay any income or business taxes to Arizona.

25 14. FSMG has no offices, employees, directors, or officers within Arizona.

26 15. FSMG is not licensed by the State of Arizona.

27 16. FSMG has no designated agent for service of process within Arizona.

28 FSMG was served with the Summons and Complaint in this action in New York.

1 17. FSMG has not registered as a foreign corporation authorized to conduct
2 business in Arizona.

3 18. FSMG has not used the Arizona court system as a litigant other than being
4 named as Defendants herein.

5 19. FSMG does not market or provide any product or service in Arizona.

6 20. FSMG does not ship any product to or within Arizona.

7 21. FSMG does not contract to supply services or goods in Arizona.

8 22. FSMG does not regularly do or solicit business, engage in any other
9 persistent course of conduct, or derive substantial revenue from goods used or consumed
10 or services rendered in Arizona.

11 23. FSMG has never contracted to offer services within Arizona.

12 24. FSMG does not contract to insure any person, property, or risk located
13 within Arizona.

14 25. The corporate and business records of FSMG are kept in the New York
15 office.

16 26. All FSMG employees are located in the New York City Office. FSMG
17 does not now nor has it ever employed any person in or out of the Los Angeles,
18 California office.

19 27. FSMG employees conduct day-to-day business operations from the New
20 York City office. Its employees do not conduct any day-to-day operations from its Los
21 Angeles, California office.

22 28. FSMG negotiates and executes all business contracts in New York and
23 not Arizona or California.

24 29. FSMG does not market or provide any product or service in California.

25 30. FSMG is not licensed by the State of California.

26 31. FSMG has no designated agent for service of process within California.

27 32. FSMG has not registered as a foreign corporation authorized to conduct
28 business in California.

1 I declare under penalty of perjury under the laws of the United States and New
2 York that the foregoing is true and correct. Executed on this 24th day of January, 2012
3 in New York, New York.

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5 ANDREA FISH
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CERTIFICATE OF SERVICE

I hereby certify that on January 27, 2012, I electronically transmitted the attached document to the Clerk's Office using the CM/ECF System for filing and transmittal of a Notice of Electronic Filing to the following CM/ECF registrants:

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